PARENTAL
ADVISORY
EXPLICIT CONTENT

Beautiful Dark Twisted Fantasy

ROC-A-FELLA RECORDS SINCE 1996 | HIP HOP SINCE 1978 | THE HEAVY HITTERS
Executive Producers: Shawn Carter, Kanye West, Gee Roberson & Kyambo "Hip Hop" Joshua. Executive Producer: Antonio "LA" Reid
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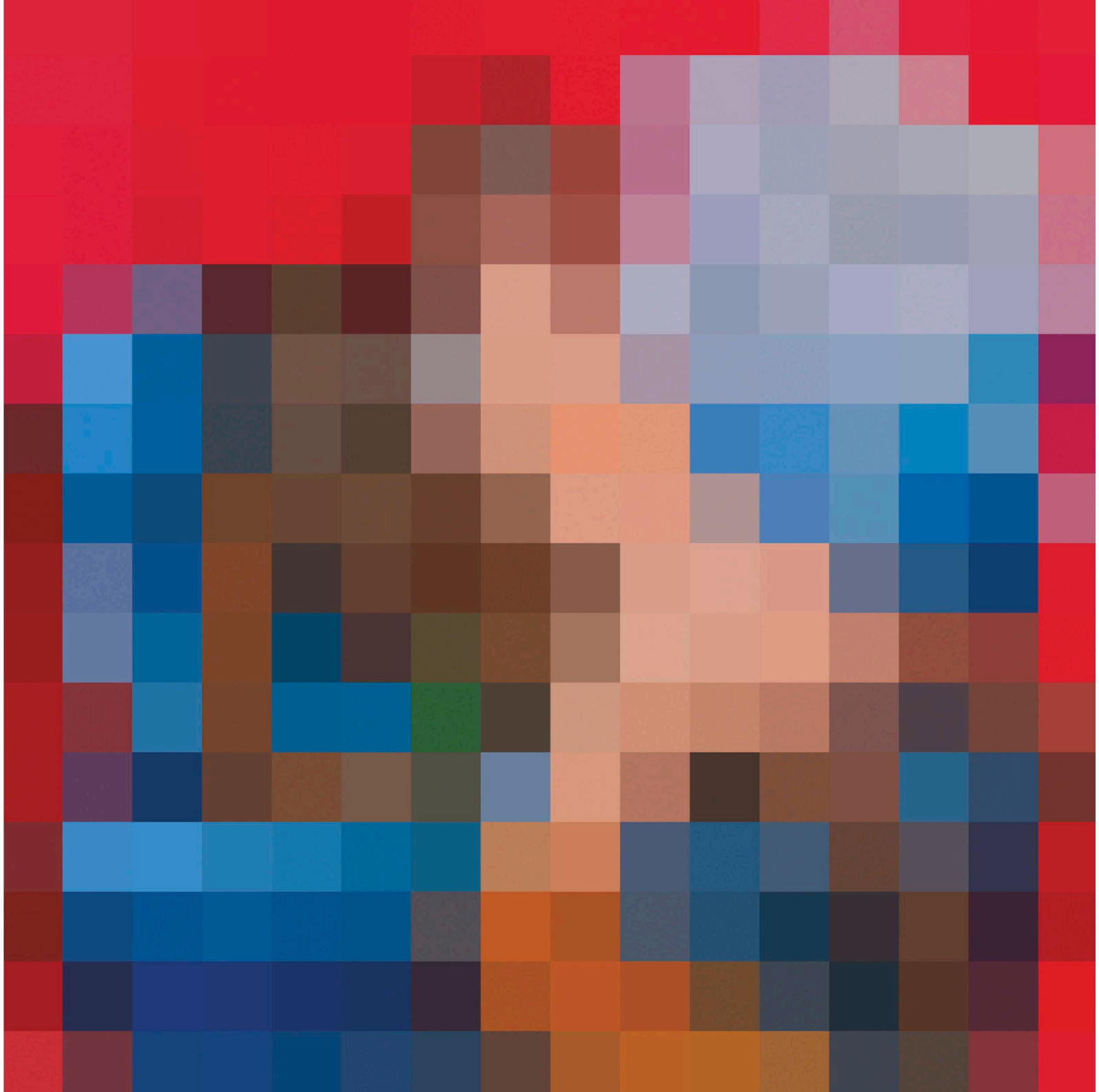
SEMEINEN



DARK FANTASY GORGEOUS *feat. KiD CuDi & Raekwon* POWER ALL OF THE LIGHTS *(Interlude)* ALL OF THE LIGHTS MONSTER *feat. JAY-Z, Rick Ross, Nicki Minaj & Bon Iver* SO APPALLED *feat. JAY-Z, Pusha T, Prynce Cy Hi, Swizz Beatz & The RZA* DEVIL IN A NEW DRESS *feat. Rick Ross* RUNAWAY *feat. Pusha T* HELL OF A LIFE BLAME GAME *feat. John Legend* LOST IN THE WORLD *feat. Bon Iver* WHO WILL SURVIVE IN AMERICA

I DARK FANTASY

(K. West, R. Diggs, E. Wilson, J. Bhasker, M. Dean, M. Jones, J. Anderson, M. Oldfield) (BMI/ASCAP/ Copyright Control/PRS)
Produced by The RZA, Kanye West for Very Good Beats/Hip Hop Since 1978 & No ID for Rich Daily Since 71. Additional production by Jeff Bhasker & Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI and Noah Goldstein at Glenwood Place Studios, Burbank, CA and Platinum Sound Recording, NYC. Mixed by Mike Dean for Dean's List Productions & Andrew Dawson at Platinum Sound Recording, NYC. Assisted by Gaylord Holomalia, Christian Mochizuki & Phil Joly. Keyboards: Jeff Bhasker. Piano: Mike Dean for Dean's List Productions. Cello: Chris "Hitchcock" Chorney. Cello s: Jeff Bhasker & Mike Dean for Dean's List Productions. Background Vocals: Nicki Minaj, Justin Vernon (Bon Iver). Additional Vocals: Teyana Taylor and Amber Rose. Nicki Minaj appears courtesy of Young Money/Universal Motown. Justin Vernon (Bon Iver) appears courtesy of Jagjaguwar Records. Teyana Taylor appears courtesy of Star Trak, LLC.

Contains samples of "In High Places" by Mike Oldfield, under license and courtesy of Mercury Records Limited. Written by Jon Anderson and Mike Oldfield and published by Warner-Tamerlane Publishing Corp. (BMI) and Opio Publishing (BMI). All rights administered by Warner-Tamerlane Publishing Corp. (BMI)/Stage Three Songs (ASCAP) o/b/o Stage Three Music Ltd. and Oldfield Music Ltd. (PRS).
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II GORGEOUS *feat. KiD CuDi & Raekwon*

(K. West, E. Wilson, M. Dean, M. Jones, C. Smith, C. Woods, S. Mescudi, G. Clark, R. McGuinn) (BMI/ASCAP/Copyright Control/IMRO)
Produced by Kanye West for Very Good Beats/Hip Hop Since 1978, No ID for Rich Daily Since 71 & Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer, Mike Dean for Dean's List Productions & Christian Mochizuki at Avex Recording Studio, Honolulu, HI and Noah Goldstein & Phil Joly at Electric Lady Studios, NYC. Mixed by Anthony Kilhoffer at Avex Recording Studio, Honolulu, HI and Electric Lady Studios, NYC. Assisted by Christian Mochizuki, Pete Bischoff & Phil Joly. Guitars, Bass, Organ: Ken Lewis. Keys, Drum Programming: Brent Kolatalo. Guitar Solo: Mike Dean for Dean's List Productions. Cello: Chris "Hitchcock" Chorney. Background Vocals: Tony Williams. KiD CuDi appears courtesy of Universal Motown Records.

Contains portions of the composition "You Showed Me," written by Gene Clark and Roger McGuinn, published by Gene Clark Music (BMI) administered by Bug Music (BMI). Used by permission. Contains elements of "You Showed Me" by Roger McGuinn and Gene Clark © 1965; Copyright Renewed. Chrysalis One Music Publishing Group Ireland, Ltd. (IMRO). All rights on behalf of Chrysalis One Music Publishing Group Ireland administered by Chrysalis One Songs (BMI). All Rights Reserved. Published by Horipro Entertainment Group Inc. d/b/a Sixteen Stars Music (BMI).

III POWER

(K. West, L. Griffin Jr., M. Dean, J. Bhasker, A. Gardner, K. Lewis, F. Bernheim, J. P. Lang, B. Bergman, R. Fripp, M. Giles, G. Lake, I. McDonald, P. Sinfield) (BMI/ASCAP/SACEM)

Produced by S1 & Kanye West. Additional Production by Jeff Bhasker, Mike Dean for Dean's List Productions & Andrew Dawson. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI. Mixed by Manny Marroquin at Larrabee Studios, Los Angeles, CA. Assistant Mix Engineers: Christian Plata & Erik Madrid. Keyboards: Jeff Bhasker & Mike Dean for Dean's List Productions. Guitar & Bass: Mike Dean for Dean's List Productions. Cello: Chris "Hitchcock" Chorney. Additional Vocals: Dwele. Chant Vocals: Alvin Fields & Ken Lewis. Engineered by Ken Lewis & Brent Kolatalo. Handclaps performed by Ian Allen, Wilson Christopher, Uri Djemal & Chris Soper. Dwele appears courtesy of E1 Music.

Contains elements from the Cold Grits recording "It's Your Thing," produced under license from Rhino Entertainment Company, a Warner Music Group Company. Contains elements of "Afromerica" (Francois Bernheim/Jean-Pierre Lang/Boris Bergman) published by Warner Chappell Music France (SACEM)/EMI Music Publishing (ASCAP). All rights administered by WB Music Corp. (ASCAP). All Rights Reserved. Contains material sampled from "21st Century Schizoid Man" performed by King Crimson Taken from the album: "In The Court Of The Crimson King" and composed by Fripp, McDonald, Lake, Giles & Sinfield (Universal Music Careers on behalf of E.G. Music Ltd. (BMI). Appears courtesy of DGM Ltd. on behalf of King Crimson.

IV ALL OF THE LIGHTS *(Interlude)*

V ALL OF THE LIGHTS

(K. West, J. Bhasker, M. Jones, W. Trotter) (BMI/Copyright Control)

Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Co-Produced by Jeff Bhasker. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI & Noah Goldstein at Electric Lady Studios, NYC. Rihanna's vocals recorded by Marcos Tovar at Westlake Sound Studios, Los Angeles, CA. Mixed by Anthony Kilhoffer at Electric Lady Studios, NYC & Westlake Sound, West Hollywood, CA. Assistant Engineers: Christian Mochizuki, Pete Bischoff & Phil Joly. Keyboards: Jeff Bhasker & Mike Dean for Dean's List Productions. Piano: Elton John. Brass and Woodwinds: Danny Flam, Tony Gorruso & Ken Lewis. Horn Arrangement: Ken Lewis. Engineered by Brent Kolatalo. Orchestral Arranger & Conductor: Rosie Danvers. Producer: Tommy D. Trumpets: Mike Lovatt, Simon Finch, Andy Gathercole. French Horns: Tim Anderson, Tom Rumsby, Richard Ashton. Trombone: Mark Frost, Philip Judge. Flute: Chloe Vincent. Violins: Kotono Sato,

Jenny Sacha. Viola: Rachel Robson. Cello: Rosie Danvers, Chris "Hitchcock" Chorney. Cello Arrangement: Mike Dean for Dean's List Productions. Additional Vocals: Rihanna, KiD CuDi, Tony Williams, The-Dream, Charlie Wilson, John Legend, Elly Jackson (La Roux), Alicia Keys, Elton John, Fergie, Ryan Leslie, Drake, Alvin Fields & Ken Lewis. KiD CuDi appears courtesy of Universal Motown Records. Charlie Wilson appears courtesy of Jive Records. John Legend appears courtesy of Getting Out Our Dreams/Sony BMG Music Entertainment. Elly Jackson (La Roux) appears courtesy of Interscope Records. Alicia Keys appears courtesy of J Records. Elton John appears courtesy of Mercury Records Limited. Fergie appears courtesy of Interscope Records. Drake appears courtesy of Young Money Entertainment/Cash Money Records.

VI MONSTER *feat. JAY-Z, Rick Ross, Nicki Minaj & Bon Iver*

(K. West, S. Carter, P. Reynolds, M. Dean, W. Roberts, O. Maraj, J. Vernon, J. Bhasker) (BMI/ASCAP/Copyright Control)

Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Additional production by Mike Dean for Dean's List Productions & Plain Pat. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI. Mixed by Mike Dean for Dean's List Productions at Electric Lady Studios, NYC and Glenwood Place Studios, Burbank, CA. Assisted by Gaylord Holomalia, Christian Mochizuki & Pete Bischoff. Piano: Jeff Bhasker. Background Vocals: Justin Vernon. (Bon Iver). Nicki Minaj appears courtesy of Young Money/Universal Motown. Bon Iver appears courtesy of Jagjaguwar Records.

VII SO APPALLED *feat. Swizz Beatz, JAY-Z, Pusha T, Prynce Cy Hi & The RZA*

(K. West, E. Wilson, M. Dean, S. Carter, T. Thornton, C. Young, K. Dean, R. Diggs, M. Mann) (BMI/ASCAP/Copyright Control/SESAC)

Produced by Kanye West for Very Good Beats/Hip Hop Since 1978 & No ID for Rich Daily Since 71. Co-Produced by Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI and Noah Goldstein & Pete Bischoff at Electric Lady Studios, NYC. Mixed by Mike Dean for Dean's List Productions at Electric Lady Studios, NYC. Assisted by Gaylord Holomalia, Christian Mochizuki & Pete Bischoff. Keyboards: Mike Dean for Dean's List Productions & Jeff Bhasker. Cello: Chris "Hitchcock" Chorney. Cello Arrangement: Mike Dean for Dean's List Productions.

Contains samples of the Manfred Mann's Earth Band recording "You Are – I Am." Produced under license from Warner Bros. Records Inc. by arrangement with Rhino Entertainment Company, a Warner Music Group Company. Used courtesy of Creative Music Limited. Written by M. Mann, published by Scalehand Limited.

VIII DEVIL IN A NEW DRESS *feat. Rick Ross*

(K. West, R. Harrell, M. Dean, W. Roberts, M. Jones, C. King, G. Goffin) (BMI/SESAC/Copyright Control)

Produced by Bink! for One Shot Deal. Additional Production by Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording, Honolulu, HI and Noah Goldstein at Electric Lady Studios, NYC. Mixed by Mike Dean for Dean's List Productions at Electric Lady Studios, NYC. Assisted

by Gaylord Holomalia, Christian Mochizuki & Pete Bischoff. Bass, Guitar & Piano: Mike Dean for Dean's List Productions.

Contains samples of the recording "Will You Still Love Me Tomorrow" as performed by Smokey Robinson. Courtesy of Motown Records under license from Universal Music Enterprises. Used by permission. All rights reserved. Written by C. King and G. Goffin, published by Screen Gems-EMI Music Inc. (BMI).

IX RUNAWAY *feat. Pusha T*

(K. West, E. Haynie, T. Thornton, J. Bhasker, M. Dean, M. Jones, J. Branch) (BMI/ASCAP/Copyright Control)
Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Co-Produced by Emile, Jeff Bhasker & Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI. Assisted by Christian Mochizuki. Mixed by Anthony Kilhoffer at Westlake Sound Studios, Los Angeles, CA. Assistant Mix Engineer: Cary Clark Background Vocals: Tony Williams. Additional Vocals: The-Dream. Keyboards: Jeff Bhasker. Cello: Chris"Hitchcock" Chorney.

Contains a sample of "Expo 83" performed by Backyard Heavies, used courtesy of Gusto Records. Written by J. Branch and published by Metrolina Pub. Co. Inc. (BMI) Contains excerpts from Rick James 'Live at Long Beach, CA, 1981, courtesy of Universal Music Enterprises. Used by permission. All rights reserved.

X HELL OF A LIFE

(K. West, M. Caren, E. Wilson, M. Dean, S. Stewart, T. White, T. Butler, A. Iommi, J. Osbourne, W. Ward) (BMI/ASCAP)
Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Co-Produced by Mike Caren, No ID for Rich Daily Since 71 & Mike Dean for Dean's List Productions. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI and Noah Goldstein at Electric Lady Studios, NYC. Mixed by Mike Dean for Dean's List Productions, Anthony Kilhoffer & Andrew Dawson at Electric Lady Studios, NYC & Platinum Sound Recording, NYC. Assisted by Gaylord Holomalia, Christian Mochizuki & Pete Bischoff. Additional drum programming: Anthony Kilhoffer. Keyboards: Mike Dean for Dean's List Productions. Additional Vocals: Teyana Taylor & The-Dream. Teyana Taylor appears courtesy of Star Trak, LLC.

Contains samples of the Mojo Men recording "She's My Baby." Produced under license from Rhino Entertainment Company, a Warner Music Group Company. Written by Sylvester Stewart, published by Clears Music, Inc. (BMI). All Rights Reserved. Contains samples of the Tony Joe White recording *"Stud-Spider." Produced under license from Warner Bros. Records Inc. by arrangement with Rhino Entertainment Company, a Warner Music Group Company. Written by T. White, published by Combine Music Corp. (BMI). Contains portions of "Iron Man," written by T. Butler, A. Iommi, J. Osbourne and W.T. Ward, published by Essex Music International.*

XI BLAME GAME *feat. John Legend*

(K. West, J. Franks, K. Mitchell, M. Dean, J. Stephens, R. James) (BMI/ASCAP/Copyright Control)

Produced by Kanye West for Very Good Beats/Hip Hop since 1978 & DJ Frank E for Side 3 Entertainment.Additional Production by Mike Dean for Dean's List Productions. Recorded by Andrew Dawson at Avex Recording Studio, Honolulu, HI and Noah Goldstein, Phil Joly & Ryan Gilligan at Electric Lady Studios, NYC. Mixed by Mike Dean for Dean's List Productions, Andrew Dawson & Anthony Kilhoffer at Platinum Sound Recording, NYC. Piano & Bass: Mike Dean for Dean's List Productions. Cello played & arranged by Chris "Hitchcock" Chorney. Poem by Khloe Mitchell. Additional Vocals: Chris Rock and Salma Kenas. John Legend appears courtesy of Getting Out Our Dreams/Sony BMG Music Entertainment.

Contains elements of "Avril 14" by Richard James. Published by Chrysalis Music Ltd. (PRS) administered by Chrysalis Songs (BMI). All rights reserved.

XII LOST IN THE WORLD *feat. Bon Iver*

(K. West, J. Bhasker, M. DiBango, J. Brown, J. Vernon, G. Scott-Heron) (BMI/ASCAP/SACEM)

Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Co-Produced by Jeff Bhasker. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI and Noah Goldstein at Electric Lady Studios, NYC. Mixed by Anthony Kilhoffer at Henson Studios, Los Angeles, CA. Assisted by Alex Graupera, Christian Mochizuki & Pete Bischoff. Keyboards: Jeff Bhasker. Additional Drum Programming: Anthony Kilhoffer. Additional Vocals: Justin Vernon (Bon Iver), Charlie Wilson, Kay Fox, Tony Williams, Alicia Keys, Elly Jackson (La Roux). Tribal Drum Programming: Ken Lewis. Chant Vocals: Alvin Fields & Ken Lewis. Engineered by Brent Kolatalo. Justin Vernon (Bon Iver) appears courtesy of Jagjaguwar Records. Charlie Wilson appears courtesy of Jive Records. Alicia Keys appears courtesy of J Records. Elly Jackson (La Roux) appears courtesy of Interscope Records.

Contains portions of "Soul Makossa," written by M. DiBango and published by Universal Musica Inc. (ASCAP) o/b/o Universal Publishing SAS (SACEM). Contains a sample of the recording "Think (About It)" as performed by Lyn Collins. Courtesy of Polydor Records under license from Universal Music Enterprises. Used by permission. All rights reserved. Written by James Brown, published by Unichappell Music, Inc. (BMI) & Dynatone Publishing Co. (BMI). All rights administered by Unichappell Music, Inc. (BMI). Contains samples of "The Woods" performed by Bon Iver, used courtesy of Jagjaguwar, Inc. Written by Justin Vernon, published by April Base Publishing (ASCAP). All rights administered by Chrysalis Music (ASCAP). All Rights Reserved. Contains samples of "Comment No. 1" performed by Gil Scott-Heron, used courtesy of Flying Dutchman. Written by Gil Scott-Heron, published by Brouhaha Music (ASCAP).

XIII WHO WILL SURVIVE IN AMERICA

(K. West, J. Bhasker, G. Scott-Heron) (BMI/ASCAP)

Produced by Kanye West for Very Good Beats/Hip Hop Since 1978. Co-Produced by Jeff Bhasker. Recorded by Andrew Dawson, Anthony Kilhoffer & Mike Dean for Dean's List Productions at Avex Recording Studio, Honolulu, HI and Noah Goldstein at Electric Lady Studios, NYC. Mixed by Anthony Kilhoffer at Henson Studios, Los Angeles, CA. Assisted by Alex Graupera, Christian Mochizuki & Pete Bischoff. Keyboards: Jeff Bhasker. Additional Drum Programming: Anthony Kilhoffer. Additional Vocals: Justin Vernon (Bon Iver), Charlie Wilson, Kay Fox, Tony Williams, Alicia Keys, Elly Jackson (La Roux). Tribal Drum Programming: Ken Lewis. Chant Vocals: Alvin Fields & Ken Lewis. Engineered by Brent Kolatalo. Justin Vernon (Bon Iver) appears courtesy of Jagjaguwar Records. Charlie Wilson appears courtesy of Jive Records. Alicia Keys appears courtesy of J Records. Elly Jackson (La Roux) appears courtesy of Interscope Records.

Contains samples of "Comment No. 1" performed by Gil Scott-Heron, used courtesy of Flying Dutchman. Written by Gil Scott-Heron, published by Brouhaha Music (ASCAP).

Executive Producers: SHAWN CARTER, KANYE WEST, GEE ROBERSON & KYAMBO "HIP HOP" JOSHUA

Executive Producer: ANTONIO "LA" REID

A&R Direction: PATRICK "PLAIN PAT" REYNOLDS AND DON C. *A&R Administration:* TERESE JOSEPH *A&R Coordination:* LEESA D. BRUNSON *Mastered by* VLADO MELLER AT UNIVERSAL MUSIC STUDIOS EAST, NYC *Marketing:* AL BRANCH FOR HIP HOP SINCE 1978 AND TRACEY WAPLES *Marketing for Def Jam:* CHRIS ATLAS *Management:* HIP HOP SINCE 1978 *Legal Counsel:* ALISON K. FINLEY, DAVID RAPPAPORT AND BEA KORAMBLYUM FOR DAVIS SHAPIRO LEWIT & HAYES, LLP *Art Direction:* KANYE WEST AND VIRGIL ABLOH *Paintings by* GEORGE CONDO © 2010 *Handwritten Titles and Illustrations:* M/M (PARIS) *Package Designed at* M/M (PARIS) *Artwork Coordination:* JP ROBINSON, KRISTEN YIENGST AND TODD RUSSELL *Package Production:* DOUG JOSWICK *Sample Clearances:* ERIC WEISSMAN MUSIC LICENSING, INC. *Business Affairs:* RANDY MCMILLAN, ANTOINETTE TROTMAN, IAN ALLEN, VOL DAVIS III